FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	, , , , , , , , , , , , , , , , , , , ,	
OMB N Expires Estimat hours po	05058356	

1231607

	SEC USE ONLY	
refix	Serial	
	DATE RECEIVED	
ı		

Name of Offering (check if this is an amendment and nar	me has changed, and indicate change.)	٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠٠	
Series B Convertible Preferred Stock and Convertible P	romissory Notes	SECONO DE LA CONTRA DEL CONTRA DE LA CONTRA DEL CONTRA DE LA CONTRA DEL CONTRA DE LA CONTRA DEL CONTRA DE LA	
Filing Under (Check box(es) that apply): □ Rule 5	04 □ Rule 505 ■ Rule 506 □ Section 4	(6) □ ULOE	
Type of Filing: ■ New Filing □ Amendment		2000	
	A. BASIC IDENTIFICATION DATA		
Enter the information requested about the issuer		MAN SECTION	
Name of Issuer (check if this is an amendment and name	has changed, and indicate change.)		
ComBrio, Inc.			
Address of Executive Offices (Number and Street, Cit	ty, State, Zip Code)	Telephone Number (Including Area Code)	
1700 West Park Drive, Suite 400, Westborough, MA 01	508-870-6555		
Address of Principal Business Operations (if different from Executive Offices) (Number of the Number of State o	nber and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
Brief Description of Business:		L	
The Company provides a simple, secure, cost effective, o	on-demand support infrastructure for service	e-centric networks.	
Type of Business Organization			
	nited partnership, already formed	other (please specify): PROCESSED	
□ lin	nited partnership, to be formed		
Actual or Estimated Date of Incorporation or Organization	Month Year 04 02 ■ Actual □ Estimated	9 JUN 2 4 2005	
Jurisdiction of Incorporation or Organization: (Enter two-le		D =	
	for Canada; FN for other foreign jurisdiction)	DE THOMSON	
GENERAL INSTRUCTIONS		0 00 00 01 A CIVE	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

AT	TENTIO	ĸ١
ΑI	LENTIO	٦

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the information requested for t			C		
 Each promoter of the issuer, if Each beneficial owner having to 				% or more of a cl	ass of equity securities of the issuer;
Each executive officer and directions					
 Each general and managing pa 				•	•
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	211011011		·		
,					
LeBeau, David A.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o ComBrio, Inc., 1700 West Park Driv	ve. Suite 400. W	esthorough, MA 01581			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	2 1101110102		D Divodii io oillooi	<u> Battero</u>	2 Contra and or Managing Latino
Cook, John, III					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	le)		
c/o ComBrio, Inc., 1700 West Park Driv	ve Suite 400 W	esthorough MA 01581			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	- I Tomotes	Beneficial Owner		- Director	Ochera and or Managing Lattice
(
Greene, Brian W.					
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
c/o ComBrio, Inc., 1700 West Park Driv	ua Cuita 400 VI	esthorough MA 01591			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Promoter	D Beneficial Owner	Executive Officer		General and/or Managing Partner
Tan Name (East name inst, it morrisdar)					
Dougherty, Kevin					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o The Venture Capital Fund of New I	Ingland IV I E	30 Washington Street	Wallaclay MA 02481		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		D Belieffelat Owner	L'ACCULIVE OTTICE		General and of Managing Lattice
7 an 7 and (22st name 195t, it morrodur)					
O'Malley, Michael					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o Inflection Point Ventures, 30 Washi	naton Street U	Jallaclay MA 02481			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	LI TIOMOTEI	D Beneficial Owner	D Executive Officer		E General and of Wallaging Father
Tun Tune (22st name 11st, 11 mei 11stail)					
Paolino, David R.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o ComBrio, Inc., 1700 West Park Driv	na Suita 400 U	Jacthanaugh MA 01591			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	Li Flomotei	D Beneficial Owner	L'Acculive Officer		Ocheral and of Managing Pattier
Tan Fame (22st name mst, it matvicus)					
Stuart, William J.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
ale Still Diver Fund II I D 1601 Teen	ala Dand Cuito	200 Walsham MA 024	151		
c/o Still River Fund II, L.P., 1601 Trap Check Box(es) that Apply:		Beneficial Owner		Dimeter.	Consul and/on Managing Postner
Full Name (Last name first, if individual)	□ Promoter	_ Denomination owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
rame (Last hame mot, it morvidual)					
Lefavour, Clark W.					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
olo Combrio Inc. 1700 West Book Della	ua Cuita AAA II	Jasthanough MA 01501			
c/o ComBrio, Inc., 1700 West Park Dri	re, suite 400, W	estouruugu, MA UISSI			

A. BASIC IDENTIFICATION DATA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

2. Enter the information requested for the			_					
• Each promoter of the issuer, if t				<i>C</i> 7				
Each executive officer and directions	ne power to vote	e or dispose, or direct the	vote or disposition of, 10	or more of a ci	ass of equity securities of the issuer;			
Each general and managing par			general and managing po	unicis of partners	imp issuers, and			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	Z 110motes		E Executive Officer	<u> </u>	E concent and of Pranaging 1 action			
•								
Inflection Point Ventures II L.P.		6. 6. 7. 6	1)					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)					
30 Washington Street, Wellesley, MA 02	2481							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Still River Fund Limited Partnership Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)					
Business of Residence Address	(Number and S	street, City, State, Zip Co	ue)					
1601 Trapelo Road, Suite 289, Waltham	, MA 02451							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	<u>_</u>			· · · · · · · · · · · · · · · · · · ·				
eann r an in								
Still River Fund II, L.P. Business or Residence Address	(Number and S	treet City State 7in Cov	ia)					
Business or Residence Address (Number and Street, City, State, Zip Code)								
1601 Trapelo Road, Suite 289, Waltham	, MA 02451							
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)			****					
The Venture Conited Fund of New Engli	and IV I D							
The Venture Capital Fund of New Engla Business or Residence Address		treet, City, State, Zip Coo	ie)					
	(,,,,,	,					
30 Washington Street, Wellesley, MA 0	2481							
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
Check Box(es) that Apply:			_ D					
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
run Name (Last name first, ii individual)								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
Check Box(es) that Apply:	Promotor	☐ Beneficial Owner	D Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	□ Promoter	D delicitat Owler	☐ Executive Officer	Director	General and/or Managing Farther			
1 do France (East haire 11st, 11 Horryddar)								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	- 1 Tomoto	_ Deliciteiai Owner	D DAGGIVE OTHER	Director	O Soucial and of Francisco Facility			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					

A. BASIC IDENTIFICATION DATA

					В	INFORM	ATION ABO	OUT OFFE	RING				
1.	Uac the ic	cuer cold	or does the	iccuer intend t	to call to nor	accredited	invectors in t	this offering	2			Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.							0	-				
2.	What is th	ne minim		nt that will be			Ü					\$ n/a	
					•	•						Yes	No
3. l	Does the	offering p	ermit joint o	wnership of a	single unit?	•••••		•••••		•••••••	·····	•	
5 6	similar re associated dealer. If	muneration J person of more that	on for solicita or agent of a l	for each persection of purchastoroker or deal resons to be list	asers in conn er registered	ection with swith the SE	sales of secu C and/or wit	rities in the o h a state or s	offering. If a tates, list the	person to be name of the b	listed is an proker or		
Full N None	-	st name fi	rst, if individ	lual)		-					·	-	
		-idamaa A	ddaaa Obsaa	ber and Stree	A City Casts	Zin Codo)							
Dusiii	ess of Re	SIUCIACE P	iduless (Null	ibei and stice	i, City, State	, Zip Code)							
Name	of Assoc	iated Bro	ker or Dealer	г	· ·								
States				licited or Inte							_		
		neck "All	States" or ch	eck individual	,						0	All States	
_ [A] _ [II _ [M _ [R	_] _ iTj _	[AK] [IN] [NE] [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HJ] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full n	ame (Las	t name fi	rst, if individ	ual)							- La Marie Marie II.	-	
Busin	ess or Re	sidence A	Address (Nu	imber and Stre	eet, City, Sta	te, Zip Code)			. "			
Name	of Assoc	iated Bro	oker or Deale	r									
States	in which	Person I	isted Has So	licited or Inte	nds to Solici	t Purchasers						 -	
	(Cł	neck "All	States" or ch	eck individua	l States)							All States	
_ [A _ [II _ [M _ [R	_] 1T) _	[AK] [IN] [NE] [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND] _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full N	Name (Las	st name f	irst, if individ	lual)								-	
Rucia	erc or D -	cidenco A	Adress (N)	imber and Stre	ant City Cto	ta 7in Cod-	<u> </u>						
Dusiii	ess of Ke	stuence A	radiess (ivi	illiber and Sur	æi, City, Sta	ie, Zip Code)						
Name	of Assoc	ciated Bro	ker or Dealer	r									
States	in which	Person 1	isted Has So	licited or Inte	nds to Solici	t Purchasers						· · · · · · · · · · · · · · · · · · ·	
	(Cł	neck "All	States" or ch	eck individua	l States)	••••••						All States	
_ [A _ [II _ [M _ [R	_] _ MT] _	[AK] [IN] [NE] [SC]	_ [AZ] _ [IA] _ [NV] _ [SD]	_ [AR] _ [KS] _ [NH] _ [TN]	_ [CA] _ [KY] _ [NJ] _ [TX]	_ [CO] _ [LA] _ [NM] _ [UT]	_ [CT] _ [ME] _ [NY] _ [VT]	_ [DE] _ [MD] _ [NC] _ [VA]	_ [DC] _ [MA] _ [ND) _ [WA]	_ [FL] _ [MI] _ [OH] _ [WV]	_ [GA] _ [MN] _ [OK] _ [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Aiready Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>1,019,883.22</u>	\$ <u>1,019,883.22</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$ <u>2,500,000</u>	\$ <u>853,898.65</u>
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>3,519,883.22</u>	\$ <u>1,873,781.87</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	9	\$ <u>1,873,781.87</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering		\$
	Rule 505	•	\$
	Regulation A		
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	0	\$
	Printing and Engraving Costs		\$
			¢ 20.000
	Legal Fees	•	\$ <u>20,000</u>
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	•	\$_20,000

be used imate e	Payments to Officers, Directors, & Affiliates \$		Payments To
. "	Officers, Directors,		
. "	\$		Others
¹ 0		0	\$
	\$	Ď	\$
O	\$:0	s
Ö	\$	0	\$
· <u></u> .	e e		
_			\$\$ \$175,984.06
	\$ 645,622.10	- -	\$ <u>2,480,000</u>
_	S .	П	S
J			
n	\$ <u></u>		•
•	\$.843.899.16		\$ 2,655,984:06
		99,883,22	
RE			
	Date		
	June 14, 2005		
		, .	
			
l crimins	al violations (See 18)	US.C. 10	001.5
	RE this notice ritten reques	\$	\$ \$ \$ \$43,899.16 \$ \$ \$ \$ \$43,899.16 \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$